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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	Case No. 05-44481 (RDD)
DELPHI CORPORATION, <i>et al.</i> ,	)	(Jointly Administered)
	)	
Debtors.	)	

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**OBJECTION OF MILLENNIUM INDUSTRIES CORPORATION  
TO DEBTORS' EXPEDITED MOTION TO STRIKE (I) NON-CONFORMING CURE  
AMOUNT NOTICES AND (II) IMPROPER OBJECTIONS PURSUANT TO  
SOLICITATION PROCEDURES ORDER, CONFIRMATION ORDER, PLAN OF  
REORGANIZATION, 11 U.S.C. § 105(A) AND FED. R. BANKR. P. 9010**

Millennium Industries Corporation ("Millennium"), respectfully states as follows:

**RESPONSE AND OBJECTION**

1. Millennium manufactures and supplies to the above-captioned Debtor and/or one or more of its affiliated entities in these jointly-administered bankruptcy cases (collectively, as applicable, the "Debtor") various parts and services pursuant to various prepetition and postpetition contracts and/or purchase orders.

2. The Debtor issued a *Notice of Cure Amount with Respect to Executory Contract to be Assumed or Assumed and Assigned Under Plan of Reorganization* (the "Cure Notice") to Millennium. In the Cure Notice, the Debtor identifies purchase orders issued to Millennium that the Debtor wishes to assume and assign (the "Purchase Orders") and identifies the corresponding cure amount that the Debtor believes is due and owing under each Purchase Order.

3. On January 10, 2008, Millennium completed the Cure Notice and sent it to the Debtor's administrator via overnight mail for delivery by the January 11, 2008 deadline. A copy of Millennium's Original Cure Notice (the "Original Cure Notice") is attached as Exhibit A hereto.

4. Upon information and belief, Contrarian Funds, LLC as assignee of Millennium may have served a duplicate Cure Notice upon the Debtors (the "Contrarian Cure Notice").

5. On February 11, 2008, the Debtor filed its Expedited Motion to Strike (I) Non-Conforming Cure Amount Notices and (II) Improper Objections Pursuant to Solicitation Procedures Order, Confirmation Order, Plan of Reorganization, 11 U.S.C. § 105(a), and Fed. R. Bankr. P. 9010 (the "Non-Conforming Cure Notice Motion"). The Non-Conforming Cure Notice Motion requests that non-conforming Cure Notices be stricken, that the creditor having filed a non-conforming cure notice be provided the cure amount identified in the Cure Notice, and that the claim be paid in plan currency pursuant to the terms of the Debtor's Plan of Reorganization.

6. The Debtor's sole objection to the Contrarian Cure Notice is that the form returned by Contrarian Funds was not the original bar-coded form transmitted to Millennium by the Debtor.

7. Regardless of the actions that may, or may not, have been taken by Contrarian, Millennium timely filed the Original Cure Notice attached as Exhibit A, with the bar code, as required under the applicable procedures.

8. Millennium acknowledges the inherent administrative difficulties faced by the Debtors in tracking thousands of Cure Notices and responses. Notwithstanding these difficulties, to strike Millennium's Original Cure Notice because Contrarian Funds, LLC allegedly filed a non-conforming Cure Notice as a protective measure, would inequitably and inappropriately elevate

form over substance, and impose a draconian result upon Millennium under the circumstances of this case.

9. Although Contrarian Funds took reasonably appropriate precautionary measures by replicating the Cure Notice, Millennium actually complied with the Court's established procedures governing Cure Notices when it timely filed the Original Cure Notice.

10. Because Millennium complied with the Court's procedures by timely filing the Original Cure Notice, there is no basis for the Debtor's Non-Conforming Cure Notice Motion with respect to Millennium, and the relief requested therein must be denied.

#### **MEMORANDUM**

11. This Response and Objection sets forth Millennium's objections under appropriate headings. Millennium respectfully requests that the requirements of the service and filing of a memorandum of law under Local Rule 9013-1(b) of the Local Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE, Millennium Industries Corporation respectfully requests that the Court deny the Debtor's Non-Conforming Cure Notice Motion to the extent that it seeks to expunge the Original Cure Notice filed by Millennium and that the Court grant such other and further relief as is just and appropriate.

Dated: February 18, 2008

Respectfully submitted,

CLARK HILL PLC

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